SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SEC USE ONLY					
Prefix	Serial				
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FORM D NOTICE OF SALE OF SECURITIES **PURSUANT TO REGULATION D** SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

	ment and name has changed, and indicate change.) nvertible Preferred Stock and Co	onvertible Notes
_ ` _ ` ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	Rule 504 Rule 505 Rule 506 Amendment	Section 4(6) ULOE
	A. BASIC IDENTIFICATION DATA	
 Enter the information requested about the 	issuer	
Name of Issuer (Check if this is an amendment Racemi, Inc.	ent and name has changed, and indicate change.)	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
75 Fifth Street NW, Suite 21	4, Atlanta, Georgia 30308	404-892-5850
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business		
Software development and rel	ated services	
Type of Business Organization ☐ corporation	☐ limited partnership, already formed	☐ other (please specify):
☐ business trust	☐ limited partnership, to be formed	limited liability company, already formed
Actual or Estimated Date of Incorporation or Organization: (Education of Incorporation or Organization: (Education)	ganization: Month Year	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et. sea. Or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of a manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

999112.1

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2.A. BAGIO IDENTITION DATA
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Watt, Charles
Business or Residence Address (Number and Street, City, State, Zip Code) 75 Fifth Street NW, Suite-214, Atlanta, Georgia-30308-
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Pattillo, Robert
Business or Residence Address (Number and Street, City, State, Zip Code) 2987 Clairmont Road, Suite 320, Atlanta, GA 30329
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Mykityshyn, Mark
Business or Residence Address (Number and Street, City, State, Zip Code) 3390 Peachtree Rd Ste 102, Atlanta, GA 30326
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Quarterman, D. Alan
Business or Residence Address (Number and Street, City, State, Zip Code) 3390 Peachtree Rd Ste 102, Atlanta, GA 30326
Check Box(es) that Apply:
Full Name (Last name first, if individual) Five Paces Ventures, L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) 3390 Peachtree Rd Ste 102, Atlanta, GA 30326
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Freet, Paul
Business or Residence Address (Number and Street, City, State, Zip Code) 75 Fifth Street NW, Suite 214, Atlanta, Georgia 30308
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

999112.1 2 of 9 SEC 1972 (6/02)

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; Each general and managing partner of partnership issuers. Check Box(es) that Apply: Beneficial Owner ☐ Executive Officer □ Director Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Agricol Commission Business or Residence Address (Number and Street, City, State, Zip Code) mandh sia albandh ☐ Promoter ☐ Beneficial Owner ☐ Executive-Officer control (Section 2) Section 2 (Section 2) Check Box(es) that Apply: - □-Director----- General and/or Managing Partner Full Name (Last name first, if individual) Republication of Business or Residence Address (Number and Street, Gity, State, Zip-Gode) i is the constant i and iCheck Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual). 16 15 TO 10 4 Business or Residence Address (Number and Street, City, State, Zip Code) 201 7 Sec 1. 1 44. 1 August 1 1 1900. Check Box(es) that Apply: Promoter Beneficial Owner Dixecutive Officer Director ... General and/or Managing Partner Full Name (Last name first, if individual) CAUSE A CARACTURE A SERVICE Business or Residence Address (Number and Street, City, State, Zip Code). A COMPONE OF SECTION OF THE SECTION OF SECTI Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) ्रिक्टिक्टियर प्रसाध कर छह Business or Residence Address (Number and Street, City, State, Zip Code) who into meeting the last to 3 33 m/5 it Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or □ Director Managing Partner Full Name (Last name first, if individual) 136 - " Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

	-			В.	INFORM	ATION ABO	UT OFFER	ING	*			
1.	Has the issuer	sold, or do	es the issue	r intend to s	ell, to non-	accredited i	nvestors in	this offering	?			No 🗵
2.	What is the mi	nimum inve	Answer a	also in Appe	endix, Colu	mn 2, if filing	under ULC	DE.			s.	: N/A
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

¹ These convertible promissory notes are convertible into Series B preferred stock.

C. OFFERING F	PRICE, NUMBER OF INVESTORS, EXPENSES AN	ND U	SE O	F PROCEEDS			
Question 1 and total expenses furnished	regate offering price given in response to Part C - d in response to Part C - Question 4.a. This to the issuer."		-			\$_	3,374,065
be used for each of the purposes showr furnish an estimate and check the box on	gross proceeds to the issuer used or proposed to n. If the amount for any purpose is not known, the left of the estimate. The total of the payments seeds to the issuer set forth in response to Part C -	4 ,					
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Construction or leasing of plant	buildings and facilities		s —			\$	
Acquisition of other businesses offering that may be used in e	(including the value of securities involved in this exchange for the assets or securities of another	:				\$	****
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Total payments Listed (column t	otals added)			□ \$	3	, 374	1,065
	D. FEDERAL SIGNATURE						
signature constitutes an undertaking by the is:	suer to furnish to the U.S. Securities and Exchan	ige C	omm				
Issuer (Print or Type)	Signatufe	Date	e				
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Racemi, Inc.	att Cag	Fel	oru	ary 27, 20	04		
Name of Signer (Print or Type)	Title of Signer (Print or Type)						
Charles Watt	President						
and the original section of the	n e e				: . ·		
Salaries and fees							
Intentional misstatements of		riolati	ions	(See 18 U.S.C. 1	001).		

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		E. STATE SIG	NATURE		
1.	Is any party described in 17 CFR 230.25 disqualification provisions of such rule?	52(c), (d), (e) or (f) presently s	ubject to any of the	(1) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	Yes No □
		See Appendix, Column 5	, for state response.		
2.	The undersigned issuer hereby undertal (17 CFR 239.500) at such times as requ	rivad bu atata lavu	ninistrator of any state in v		tice on Form D
3.	The undersigned issuer hereby underta to offerees.	akes to furnish to the state add	ministrators, upon written	request, information furnishe	d by the issuer
4.	The undersigned issuer represents that Offering Exemption (ULOE) of the sta exemption has the burden of establishin	ate in which this notice is file	ed and understands that		
The und	issuer has read this notification and kresigned duly authorized person	nows the contents to be true		s notice to be signed on its	
Issu	uer (Print or Type)	Signature		ate	5,
Ra	cemi, Inc.	1 Cerac 9	F	ebruary 27, 2004	
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Ty	pe)	हर्रामानक लिंगीच हो में€राह राज	
Ch.	arles Watt	President			
		ed.			-

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Intend to non-a	to sell coredited s in State -Item 1)	3 Type of security And aggregate offering price offered in State (Part C - Item 1)	Number of Accredited	Type of amount pur	investor and rchased in State Cltem 2)	· · · · · · · · · · · · · · · · · · ·	DQ under S	State ULOE	
AL AK	No	in the following mate	Number of		C - Item 2)		5) DQ under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)		
AK			Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
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1 2 Intend to sell to non-accredited investors in State (Part B - Item 1)			3 Type of security And aggregate offering price offered in State (Part C - Item 1)		5. DQ under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)				
State	Yes	No	The second of th	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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